Bain Capital Fund VIII-E, L.P.

Cayman Islands Exempted Limited Partnership
Financial Statements
December 31, 2009

Bain Capital Fund VIII-E, L.P.
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Report of Independent Auditors

To the General and Limited Partners of Bain Capital Fund VIII-E, L.P.:

In our opinion, the accompanying statement of assets, liabilities and partners' capital, including the schedule of investments, and the related statements of operations, of changes in partners' capital and of cash flows present fairly, in all material respects, the financial position of Bain Capital Fund VIII-E, L.P. at December 31, 2009, and the results of its operations, the changes in its partners' capital and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the General Partner. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these financial statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the General Partner, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

March 17, 2010

Bain Capital Fund VIII-E, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2009

Assets		
Cash and cash equivalents	€	2,142,675
Investments at fair value (cost of € 704,525,636)		787,200,417
Other assets		1,087,571
Total assets		790,430,663
Liabilities		
Capital contributions received in advance		327,540
Accrued expenses and other liabilities		49,154
Total liabilities		376,694
Partners' capital		
Partners' capital exclusive of net unrealized gain on investments		707,379,188
Net unrealized gain on investments		82,674,781
Total partners' capital		790,053,969
Total liabilities and partners' capital	€	790,430,663

The accompanying notes are an integral part of these financial statements.

Bain Capital Fund VIII-E, L.P.
Statement of Operations
Year Ended December 31, 2009

Income		
Interest income	€	6,724
Expenses		
Management fees, net (Note 6)		-
Professional fees and other		814,021
Total expenses		814,021
Net investment loss		(807,297)
Net realized and unrealized gain on investments		
Realized loss on investments		(94,299,701)
Change in net unrealized gain on investments		294,678,176
Net realized and unrealized gain on investments		200,378,475
Net increase in partners' capital resulting from operations	€	199,571,178

The accompanying notes are an integral part of these financial statements.

Bain Capital Fund VIII-E, L.P.
Statement of Changes in Partners' Capital
Year Ended December 31, 2009

Capital commitment		Balance at December 31, 2008	Net increase in partners' capital resulting from operations	Balance at December 31, 2009
€ 825,498,864	Institutional Limited Partners	€ 537,225,262	€ 88,491,890	€ 625,717,152
188,501,136	Other Limited Partners	119,838,099	20,205,426	140,043,525
1,014,000,000	Total Limited Partners	657,063,361	108,697,316	765,760,677
1,015,015	General Partner (Note 6)	(66,580,570)	90,873,862	24,293,292
€ 1,015,015,015	Total Partners	€ 590,482,791	€ 199,571,178	€ 790,053,969

The accompanying notes are an integral part of these financial statements.

Cash flows from operating activities

Net increase in partners' capital resulting from operations	€	199,571,178
Adjustments to reconcile net increase in partners' capital resulting from operations to net cash used for operating activities:		
Purchases of investments		(5,451,419)
Realized loss on investments		94,299,701
Change in net unrealized gain on investments		(294,678,176)
Decrease in other assets		739,489
Increase in accrued expenses and other liabilities		49,154
Net cash used for operating activities		(5,470,073)
Cash flows from financing activities		
Capital contributions received in advance		327,540
Net decrease in cash and cash equivalents		(5,142,533)
Cash and cash equivalents, beginning of year		7,285,208
Cash and cash equivalents, end of year	€	2,142,675

The Partnership had the following non-cash operating activity:

The Partnership has included a reclassification of other assets of €1,131,667 in the purchases of investments, of which €1,024,197 and €107,470 were capitalized into the investment cost bases of FCI and Bavaria Yachts, respectively.

The Partnership has included a reclassification of investment cost basis of €516,308 in the purchases of investments related to the restructuring of the investment in Bavaria Yachts, which was transferred to other assets.

The accompanying notes are an integral part of these financial statements.

Number of shares		Cost	Fair value *
	Brake Brothers:		
	Cucina (BC) Luxco S.à r.l.		
2,470,849	Ordinary shares	€ 36,460	€ -
5,740,953,733	Series 1 preferred equity certificates	84,714,190	67,639,725
433,760,948	Series 2 preferred equity certificates	6,400,628	4,603,738
1,003,925,246	Series 4 preferred equity certificates	12,639,119	8,690,449
74,075,200	Convertible preferred equity certificates	1,093,062	635,680
		104,883,459	81,569,592
	Brenntag:		
	Bain Capital Brenntag Cayman VIII-E, L.P.		
301,862	Class A units	301,862	936,737
27,800,374	Class C units	27,800,374	86,269,882
47,992,868	Class P units	47,992,868	64,983,589
		76,095,104	152,190,208
	Edcon (b):		
	Edgars Holdings Limited		
2,945,251	Ordinary shares	31,162,546	-
6,117,058	Series 1 preference equity shares	64,722,206	50,818,918
		95,884,752	50,818,918
	FCI:		
	Bain Capital FCI Cayman VIII-E, L.P.		
121,023	Class A units	1,576,574	5,402,817
1,231,498	Class C units	12,536,650	51,471,485
75,973,441	Class P units	76,002,073	100,827,469
		90,115,297	157,701,771
	Ideal Standard (c):		
	Ideal Standard International Topco SCA		
217,555	Class A ordinary shares	21,747	-
92,128,051	Convertible preferred equity certificates	9,209,501	-
523,291,753	Series 1 preferred equity certificates	52,310,405	-
2,036,725,266	Series 2 preferred equity certificates	14,287,683	9,527,682
968,298,084	Series 3 preferred equity certificates	13,434,137	8,325,013
		89,263,473	17,852,695

The accompanying notes are an integral part of these financial statements.

Bain Capital Fund VIII-E, L.P.
Schedule of Investments
December 31, 2009

Number of shares			Cost		Fair value *
	NXP (a):				
	Kaslion S.à r.l.				
9,211	Ordinary shares	€	230,265	€	-
3,607,943	Non-yield bearing preferred equity certificates		90,198,571		24,415,786
			90,428,836		24,415,786
	Sensata Technologies:				
	Sensata Investment Company S.C.A.				
81,589	Class A common stock		103,006		116,714
14,278,075	Convertible preferred equity certificates		18,026,082		20,425,053
50,911,536	Series 1 preferred equity certificates		64,275,857		103,889,699
	Bain Capital ST (Luxembourg) S.à r.l. (d) (Note 5)				
1,197	Ordinary shares		-		-
1,761,392	Series 2 preferred equity certificates		1,761,392		4,315,410
			84,166,337		128,746,876
	TeamSystem:				
	TeamSystem Integral Investors S.à r.l.				
60,493	Class A ordinary shares		1,803,144		6,202,486
17,168,919	Series 1 convertible preferred equity certificates		25,961,628		88,015,526
35,858,731	Series 1 preferred equity certificates		44,823,414		78,308,822
585,209	Series 2 preferred equity certificates		1,100,192		1,377,737
			73,688,378		173,904,571
	Total investments	€	704,525,636	€	787,200,417

* Fair value as determined by the General Partner (Note 2)
(a) Investment held via Bain Capital Lion Holdings, L.P.
(b) Investment held via Bain Capital Integral Investors II, L.P.
(c) Investment held via Bain Capital Ideal Standard, L.P.
(d) Investment held via Bain Capital (ST) Integral Investors, L.P.

The accompanying notes are an integral part of these financial statements.

1. The Partnership

Background

Bain Capital Fund VIII-E, L.P. (the "Partnership") is a Cayman Islands exempted limited partnership organized pursuant to the Amended and Restated Agreement of Limited Partnership, as last amended on December 31, 2009 (the "Partnership Agreement"). The Partnership's business activity is to invest the funds of the Partnership with the principal objective of achieving appreciation of capital invested. Services are performed for the Partnership by its management company, Bain Capital, Ltd. (the "Manager") for a management fee (Note 6). The general partner of the Partnership is Bain Capital Partners VIII-E, L.P. (the "General Partner"). The Partnership shall continue until December 31, 2015, unless sooner dissolved or extended to a date no later than December 31, 2019, as specified in the Partnership Agreement.

The Partnership has €1,015,015,015 of partners' capital commitments of which €711,892,708 or 86.13% of the Institutional Limited Partners' and General Partner's committed capital was contributed, and €159,531,376 or 84.63% of the Other Limited Partners' committed capital was contributed at December 31, 2009. Additionally, €73,295,476 or 8.87% of the Institutional Limited Partners' and General Partner's committed capital, and €16,717,185 or 8.87% of the Other Limited Partners' committed capital was contributed either directly or through TRU Holdings VIII-E, L.P. to Bain Capital (TRU) VIII-E, L.P. at December 31, 2009 (Note 3). Total uncalled capital as of December 31, 2009 was €41,325,695 for Institutional Limited Partners and the General Partner, and €12,252,575 for Other Limited Partners. Partners are not able to withdraw from the Partnership.

Income and Expense Allocation

The Partnership Agreement provides for the allocation of operating income and operating expenses based upon the partners' contributed capital accounts. In order to recognize the advance contributions of certain partners, adjustments to allocations may be made at the sole discretion of the General Partner. Gains and losses are allocated in accordance with the Partnership Agreement. Prior to making any other allocations, gains and losses shall generally first be allocated to the General Partner until the General Partner has received a net amount equal to its Total Priority Profit Share (Note 6). Allocations of remaining gains and losses are generally made as necessary to ensure that, after the Partnership has achieved its Preferred Return (10%) as further defined in the Partnership Agreement, 70% of cumulative realized capital gains and losses through the date of allocation are allocated to all partners on a pro rata basis, based on the partners' contributed capital accounts, and 30% are allocated to the General Partner ("Carried Interest"). Unrealized gains and losses are allocated in the same manner described above as if realized at December 31, 2009.

Distributions

Distributions are made at the discretion of the General Partner. Cash distributions representing a return of capital are made in proportion to contributed capital. Generally, cash distributions representing profit are made in the same proportion as such profit is allocated to the capital accounts. As specified in the Partnership Agreement, distributions of publicly traded securities are valued at the last trade price or, if unavailable, at the last bid price on the most recent day on which such securities traded prior to the date as of which their value is to be determined.

2. Significant Accounting Policies

Use of Estimates
The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the General Partner to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. Events or transactions occurring after year end through the date that the financial statements were issued, March 17, 2010, have been evaluated in the preparation of the financial statements.

Cash and Cash Equivalents
The Partnership considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. The Partnership has established guidelines relative to diversification and maturities that it believes maintain safety and liquidity. The guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates.

Included in cash and cash equivalents at December 31, 2009 is an unrestricted overnight deposit in the amount of €2,167,605 bearing interest at 0.09% which matured on January 4, 2010.

Investment Valuation
In accordance with the authoritative guidance on fair value measurements and disclosures under generally accepted accounting principles, the Partnership discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The guidance establishes three levels of the fair value hierarchy as follows:

- Level 1 - Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;
- Level 2 - Inputs other than quoted prices that are observable for the asset either directly or indirectly, including inputs in markets that are not considered to be active;
- Level 3 - Inputs that are unobservable.

Inputs are used in applying the valuation techniques discussed below and broadly refer to the assumptions that the General Partner uses to make valuation decisions, including assumptions about risk. Inputs may include recent transactions, earnings forecasts, market multiples, future cash flows, and other factors. An investment's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The categorization of an investment within the hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to the General Partner's perceived risk of that investment.

Generally, the majority of our private equity investments are valued utilizing unobservable inputs, and are therefore classified within level 3. The General Partner's determination of fair value is based upon the best information available for a given circumstance and may incorporate assumptions that are management's best estimates after consideration of a variety of internal and external factors. In establishing the fair value of an investment the General Partner will first consider recent transactions in the same or similar securities including the initial purchase transaction of the security being valued or any recent financing round. Otherwise, the General Partner generally employs two valuation methodologies when determining the fair value of a private equity investment. The first methodology is a market multiples approach that considers a specified financial measure (such as EBITDA) and recent public market and private transactions and other available measures for valuing comparable companies (i.e. "Market Approach"). The second methodology determines a valuation by discounting future cash flows (i.e. "Income Approach"). The ultimate fair value recorded for a particular investment will generally be within the range suggested by the two methodologies utilizing the judgment of the General Partner. The General Partner may also adopt the valuation of an underlying partnership interest provided by the partnership unless the General Partner determines in the good faith exercise of its discretion that any such valuation is unreasonable or inappropriate under the circumstances. Because of the inherent uncertainty of valuation, this estimated fair value may differ significantly from the value that would have been used had a ready market for the security existed, and the difference could be material.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, generally include active listed equities. The General Partner does not adjust the quoted price for such instruments, even in situations where the Partnership holds a large position and a sale could reasonably impact the quoted price.

Effective January 1, 2009, the Partnership adopted the authoritative guidance under GAAP on determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. Accordingly, if the Partnership determines that either the volume and/or level of activity for an asset or liability has significantly decreased (from normal conditions for that asset or liability) or price quotations or observable inputs are not associated with orderly transactions, increased analysis and management judgment will be required to estimate fair value. Valuation techniques such as an income approach might be appropriate to supplement or replace a market approach in those circumstances. The guidance also provides a list of factors to determine whether there has been a significant decrease in relation to normal market activity. Regardless, however, of the valuation technique and inputs used, the objective for the fair value measurement in those circumstances is unchanged from what it would be if markets were operating at normal activity levels and/or transactions were orderly; that is, to determine the current exit price.

The following table presents the investments carried on the Statement of Assets, Liabilities and Partners' Capital by level within the valuation hierarchy as of December 31, 2009.

	Assets at Fair Value as of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments:				
Equity Securities:				
Industrial and manufacturing	€ -	€ -	€ 538,061,142	€ 538,061,142
Software	-	-	173,904,571	173,904,571
Retail	-	-	50,818,918	50,818,918
Information Technology	-	-	24,415,786	24,415,786
Total:	€ -	€ -	€ 787,200,417	€ 787,200,417

The following table includes a rollforward of the amounts for the year ended December 31, 2009 for investments classified within level 3.

	Fair Value Measurement Using Level 3 Inputs				
	Balance at December 31, 2008	Net purchases and sales	Net transfers in/(out)	Net realized and unrealized gain included in the Statement of Operations	Balance at December 31, 2009
Investments:					
Equity Securities:					
Industrial and manufacturing	€ 384,180,043	€ 5,451,419	€ -	€ 148,429,680	€ 538,061,142
Software	134,442,584	-	-	39,461,987	173,904,571
Retail	54,526,101	-	-	(3,707,183)	50,818,918
Information Technology	8,221,795	-	-	16,193,991	24,415,786
Total:	€ 581,370,523	€ 5,451,419	€ -	€ 200,378,475	€ 787,200,417

Net realized and unrealized gain on investments in the table above is reflected in the accompanying Statement of Operations. Change in net unrealized gain included in the Statement of Operations for the level 3 investments still held at December 31, 2009 is €199,969,637.

Investment Transactions, Income and Expenses

Investment transactions are accounted for on the closing date. Realized gains and losses on investment transactions are determined using the specific identification method. Interest income and expenses are recorded on the accrual basis. Dividend income is recorded on the ex-dividend date, net of applicable withholding tax. The General Partner analyzes dividends received from portfolio companies to determine whether they have been accretive to the Partnership's investment based on an analysis of enterprise value and information provided by investment banks, third party valuations or other parties. The financial statements reflect the character of such dividends as required under generally accepted accounting principles.

In some cases, the Partnership invests in portfolio companies directly and in some cases invests in portfolio companies indirectly through one or more holding companies or other entities in which other parties affiliated with the Partnership and/or the Manager may also be investors. In cases where the Partnership invests indirectly through such an entity, the Schedule of Investments reflects the Partnership's proportionate share of the underlying investment.

Foreign Currency Translation
The accounting records of the Partnership are maintained in Euro. The value of cash and foreign securities is recorded in the books and records of the Partnership after translation to Euro based on the exchange rates on that day. Income and expenses are translated at prevailing exchange rates when accrued or incurred. The Partnership does not isolate that portion of realized or unrealized gains or losses resulting from changes in the foreign exchange rate on investments from fluctuations arising from changes in the market prices of the securities. Such gains and losses are included with the net realized and unrealized gain/loss on investments.

Income Taxes
The Partnership is a qualified intermediary and intends to conduct its operations so that it will not be engaged in a United States trade or business and, therefore, will not be subject to United States federal income or withholding tax on its income from United States sources. The Partnership may be subject to taxes in certain foreign jurisdictions. Under the current laws of the Cayman Islands, there are no income, estate, transfer, sales or other Cayman Islands taxes payable by the Partnership. Accordingly, no income tax provision is required in these financial statements.

The Partnership adopted the authoritative guidance on accounting for and disclosure of uncertainty in tax positions (Financial Accounting Standards Board- Accounting Standards Codification 740) on January 1, 2009, which required the General Partner to determine whether a tax position of the Partnership is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For tax positions meeting the more likely than not threshold, the tax amount recognized in the financial statements is reduced by the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The General Partner has determined that there was no effect on the financial statements from the Partnership's adoption of this authoritative guidance.

The Partnership files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Partnership is subject to examination by federal, state, local and foreign jurisdictions, where applicable.

3. **Alternative Investment Vehicles**

In order to accommodate tax, legal or similar concerns of any partner or the Partnership with respect to one or more investments, the General Partner may establish one or more Alternative Investment Vehicles ("AIVs") and require that the limited partners hold their interests' in such investment through such AIV rather than through the Partnership. Contributions to an AIV shall reduce the limited partners' uncalled capital subscription as if they had been made to the Partnership. The terms and conditions applicable to an AIV shall be substantially the same as the terms and conditions applicable to the Partnership. However, the provisions of the AIVs (including provisions relating to allocations and distributions of profits and losses) will be coordinated and, if necessary, will be adjusted to carry out the purpose and intent of the Partnership Agreement. The AIV financial statements should be read in conjunction with the Partnership's financial statements.

As of December 31, 2009, the General Partner has established two AIVs, TRU Holdings VIII-E, L.P. and Bain Capital (TRU) VIII-E, L.P., to facilitate an investment in Toys 'R' Us Holdings, Inc.

4. **Investments by Industry Type and Geographical Location Categorization**

At December 31, 2009, the Partnership held investments in the following industry groups:

	Cost	Fair value	Fair value as a percentage of partners' capital
Industrial and manufacturing	€ 444,523,670	€ 538,061,142	68%
Software	73,688,378	173,904,571	22%
Retail	95,884,752	50,818,918	7%
Information Technology	90,428,836	24,415,786	3%
	€ 704,525,636	€ 787,200,417	100%

At December 31, 2009, the geographical categorization based on fair value of investments is as follows:

	Cost	Fair value	Fair value as a percentage of total investments
Italy	€ 73,688,378	€ 173,904,571	22%
France	90,115,297	157,701,771	20%
Netherlands	174,595,173	153,162,662	20%
Germany	76,095,104	152,190,208	19%
United Kingdom	104,883,459	81,569,592	11%
South Africa	95,884,752	50,818,918	6%
Belgium	89,263,473	17,852,695	2%
	€ 704,525,636	€ 787,200,417	100%

The Partnership may have risks associated with the concentration of investments in one industry or geographical area. In addition, the Partnership's ability to liquidate certain of its investments may be inhibited since the issuers may be privately held or the Partnership may own a relatively large portion of the issuer's equity securities.

Market and Credit Risks

General fluctuations in the market prices of investments may affect the value of investments held by the Partnership. Instability in the securities market may also increase the risk inherent in the investments. The ability of the portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

The Partnership may be invested in leveraged companies which offer the opportunity for capital appreciation. Such investments also involve a higher degree of risk. In instances where the Partnership's investment involves leverage, the effects of recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of the investments.

5. Investments in Debt Securities

At December 31, 2009, the Partnership held an investment in Bain Capital ST (Luxembourg) S.à r.l. ("Sensata Debt Entity"), a Luxembourg corporation, via Bain Capital (ST) Integral Investors, L.P.

The investment objective of the Sensata Debt Entity is to invest in debt instruments issued by Sensata Technologies, B.V. As of December 31, 2009, the Sensata Debt Entity held the following Sensata Debt:

Description	Par Value	Coupon Rate	Maturity
Senior Subordinated Notes	€ 42,300,000	11.25%	January 15, 2014

As of December 31, 2009, the fair value (Note 2) of the Partnership's investment in the Sensata Debt Entity was €4,315,410.

Market and Credit Risks of Debt Securities

The Partnership's value in the Sensata Debt Entity is impacted by the value of the Sensata Debt Entity's underlying investments. The value of the investments held by the Sensata Debt Entity will generally fluctuate with, among other things, changes in prevailing interest rates, general economic conditions, the condition of certain financial markets, developments or trends in any particular industry and the financial condition of the issuer. During periods of limited liquidity and higher price volatility, the Sensata Debt Entity's ability to dispose of investments at a price and time that they deem advantageous may be impaired. The Sensata Debt Entity's investment in debt securities may present certain risks.

Debt investments are subject to credit and interest rate risk. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, subordination, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument and securities which are rated by rating agencies are often reviewed and may be subject to downgrade. "Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly and directly. In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree. Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

As of December 31, 2009, the Sensata Debt Entity holds an investment in Senior Subordinated Notes that were purchased from a third party. Based on activity in the corporate debt market, the Sensata Debt Entity is exposed to liquidity risk as well as risk of the borrower.

6. Related Party Transactions

The Partnership is a party to an investment and advisory agreement with the Manager. In consideration for a management fee, the Manager provides administrative and operational services to the Partnership. The annual management fee is the lesser of 2% of the aggregate subscribed capital multiplied by an inflation adjustment, as defined in the agreement, or 2.5% of the aggregate subscribed capital and is subject to certain reductions as described in the agreement. The General Partner has reduced the management fee with respect to interests in the Partnership held by certain affiliates. The management fee is payable in advance on the first business day of each quarter.

For the year ended December 31, 2009, the Manager received €3,307,798 in corporate service fees from the Partnership's portfolio companies. In accordance with the investment advisory agreement, the Manager retained all of these fees and no reductions were applied to management fees.

For the year ended December 31, 2009, the Manager received €409,725 in investment banking fees from the Partnership's portfolio companies. In accordance with the investment advisory agreement, the Manager retained all of these fees and no reductions were applied to management fees as these fees were less than 1% of the aggregate transaction value of such transactions.

During the year ended December 31, 2009, in accordance with the investment advisory agreement, management fees were reduced by €31,662 for 50% of the Partnership's pro rata share of corporate service fees, net of expenses, received by the Manager in previous years.

Pursuant to the investment and advisory agreement, the Manager may irrevocably waive the right to receive all or any portion of the payment of the management fee next due and payable and all or any portion of any payment of the management fee that will be due and payable during the following year, provided that any such waiver must be made in a written notice delivered to the Partnership prior to the date on which the waived portion of the payment would otherwise be due and payable, or prior to the beginning of the year, as the case may be.

The General Partner may allocate a portion of the waived fees to a particular investment ("Allocated Waived Fee Amount"). Upon realization of an investment to which an Allocated Waived Fee Amount has been allocated, the proportional return to the General Partner as determined by dividing the Allocated Waived Fee Amount by the total dollars invested in the particular investment multiplied by the amount returned is Priority Profit. The General Partner is entitled to recoup such Priority Profit from Allocated Waived Fee Amounts out of income, only to the extent that the income did not exist on a realized or unrealized basis at the time the Allocated Waived Fee Amount was allocated to such investment. In order to create flexibility in the management of cash resources, on February 27, 2009 the Partnership Agreement was amended in order to allow the General Partner to specifically designate a portion of the waived fee as unallocated ("Unallocated Waived Fee Amount"). Unallocated Waived Fee Amounts are Priority Profit on the day the election is made. Priority Profit related to Unallocated Waived Fee Amounts can be recouped out of income, only to the extent that the income did not exist on a realized or unrealized basis at the time the election was made. Priority Profits in aggregate are considered Total Priority Profit Share.

For the year ended December 31, 2009, the Manager has elected to waive and designate as Unallocated Waived Fee Amount a total of €22,372,038, or 100% of €22,372,038 in management fees. Through December 31, 2009, a total of €68,515,901 has been waived, €22,372,038 of which has been designated Unallocated Waived Fee Amount and €46,143,863 as Allocated Waived Fee Amount.

With respect to each investment to which waived fees were allocated, including AIVs, the percentage the amount of waived fee allocated to such investment represents of the total contributions made by all Partners with respect to such investment is as follows:

Investment	%
Brake Brothers	5.69
Brenntag	3.60
Edcon	10.02
FCI	3.14
Ideal Standard	3.35
NXP	4.59
Sensata Technologies	5.66
Toys 'R Us, Inc.	4.15

The following table includes a reconciliation of the net increase in partners' capital resulting from operations allocated to the General Partner for the year ended December 31, 2009 pursuant to the Partnership Agreement:

	Net investment loss	Realized loss on investments	Change in net unrealized gain on investments	Net increase in partners' capital resulting from operations
General Partner:				
General Partner, excluding Carried Interest and Total Priority Profit Share	€ (806)	€ (60,139)	€ 192,101	€ 131,156
Carried Interest	-	(25,774,022)	86,521,053	60,747,031
Priority Profit Share - Allocated Waived Fee Amount	-	-	7,623,637	7,623,637
Priority Profit Share - Unallocated Waived Fee Amount	-	-	22,372,038	22,372,038
Total General Partner	€ (806)	€ (25,834,161)	€ 116,708,829	€ 90,873,862

7. Contingencies

In conjunction with the Partnership's investment activities, the Partnership is a party to agreements which contain certain representations and warranties. As such, the Partnership may, from time to time, be a party to suits and claims arising in the normal course of business. The General Partner believes that any losses resulting from the resolution of such claims would not have a material adverse effect on the Partnership's accompanying financial statements.

The parent company of the Manager has been named in civil litigation that may result in a loss to the Partnership. While the General Partner believes that the claims are without merit, the ultimate outcome of these proceedings is not yet determinable.

8. Other Required Disclosure

The limited partners' net Internal Rate of Return ("net IRR") since the inception of the Partnership through December 31, 2009 and December 31, 2008 is 6.3% and 1.7%, respectively. The net IRR is net of management fees, expenses, Total Priority Profit Share and Carried Interest. The calculation is based on the assumption that capital contributions and cash and stock distributions occurred on the last day of the fiscal quarter. The fair value of the limited partners' capital accounts is assumed to be the terminal cash flow. The net IRR has been calculated for institutional limited partners, which does not materially differ from that of non-institutional limited partners.

The ratio of operating expenses before and after Carried Interest to limited partners' average capital is 0.1% and 9.0%, respectively. The ratio of operating expenses before and after Carried Interest to limited partners' committed capital is 0.1% and 6.1%, respectively. The ratio of net investment loss before Carried Interest to limited partners' average capital is (0.1%). Such numbers exclude the effect of waived fees. These financial highlights are for the limited partners taken as a whole, exclusive of the General Partner, for the year ended December 31, 2009.

The General Partner believes that the disclosure of net investment loss and expenses to limited partners' average capital and committed capital may be inconsistent with the basic concept that an investment in the Partnership is a long term investment and therefore may not necessarily be appropriate measures for the Partnership